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*Attorneys for the Hon. John K. Trotter (Ret.)
as Trustee of PG&E Fire Victim Trust*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** ALL PAPERS SHALL BE FILED IN THE
LEAD CASE, NO. 19-30088 (DM).*

Case Nos. 19-30088 (DM)

(Lead Case)
(Jointly Administered)

**NOTICE OF SUBMISSION OF REVISED
[PROPOSED] ORDER GRANTING JOINT
MOTION OF FIRE VICTIM TRUSTEE
AND REORGANIZED DEBTORS
REGARDING EXCHANGE
TRANSACTION IN SUPPORT OF A
GRANTOR TRUST TAX ELECTION**

Date: April 28, 2021
Time: 10:00 a.m. (Pacific Time)
Place: Tele/Videoconference
Courtroom 17, 16th Floor

1 **PLEASE TAKE NOTICE** that the Honorable John K. Trotter (Ret.), in his capacity as the
2 Trustee of the PG&E Fire Victim Trust appointed pursuant to the Plan (the “Trustee”), and the
3 Reorganized Debtors pursuant to section 105(a) of title 11 of the United States Code (the
4 “Bankruptcy Code”), submits the revised [Proposed] Order Granting Joint Motion Of Fire Victim
5 Trustee And Reorganized Debtors Regarding Exchange Transaction In Support Of A Grantor Trust
6 Tax Election (“Proposed Order”). A copy of the Proposed Order is attached hereto as Exhibit “1.”
7

8 DATED: April 27, 2021

BROWN RUDNICK LLP

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10 By: /s/Joel S. Miliband

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14 *as Trustee of PG&E Fire Victim Trust*
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EXHIBIT “1”

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*Attorneys for the Hon. John K. Trotter (Ret.)
as Trustee of PG&E Fire Victim Trust*

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

Bankruptcy Case No. 19-30088 (DM)
Chapter 11
(Lead Case) - (Jointly Administered)

**[PROPOSED] ORDER GRANTING
JOINT MOTION OF FIRE VICTIM
TRUSTEE AND REORGANIZED
DEBTORS REGARDING EXCHANGE
TRANSACTION IN SUPPORT
OF A GRANTOR TRUST TAX
ELECTION**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

Date: April 28, 2021
Time: 10:00 a.m. (Pacific Time)
Place: Tele/Videoconference

**All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

1 Upon the Motion dated April 5, 2021 [Docket No. 10497], (the “**Motion**”)¹ of the Honorable
2 John K. Trotter (Ret.), in his capacity as the Trustee of the PG&E Fire Victim Trust appointed
3 pursuant to the Plan (the “**Trustee**”), and the Reorganized Debtors pursuant to section 105(a) of title
4 11 of the United States Code (the “**Bankruptcy Code**”), Section 11.1 of the Plan and Paragraph 78
5 of the Confirmation Order, seeking entry of an order (a) approving the Exchange Transaction
6 Agreement and any Ancillary Agreements appropriate to effect the Exchange Transaction
7 Agreement, and (b) determining that the Exchange Transaction Agreement and the implementation
8 thereof are consistent with the Plan, Confirmation Order, the Trust Documents and the Trustee’s
9 power, duties and responsibilities thereunder; and consideration of the Motion and the requested
10 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this
11 Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that
12 notice of the Motion as provided to the parties listed therein is reasonable and sufficient, and it
13 appearing that no other or further notice need be provided; and this Court having reviewed the Motion
14 and the Trotter Declaration submitted in support of the Motion; and this Court having determined
15 that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;
16 and upon all of the proceedings had before this Court and after due deliberation and sufficient cause
17 appearing therefor,

18 IT IS HEREBY ORDERED as follows:

19 1. The Motion is hereby granted.

20 2. The Exchange Transaction Agreement is authorized and approved, and, subject to the
21 Parties entering into mutually acceptable documentation, the Parties are authorized to execute,
22 perform and implement the actions and transactions contemplated by the Exchange Transaction
23 Agreement and any and all Ancillary Agreements appropriate to effect the Exchange Transaction
24 Agreement.

25 ///

27 ¹ All capitalized terms used but not defined herein have the meanings ascribed to them in the
28 Motion.

3. The Trustee's execution of and performance under the Exchange Transaction Agreement and the implementation thereof (including any and all Ancillary Agreements) are consistent with (a) the authorization provided to the Trustee under the Plan, Confirmation Order and the Trust Documents, and (b) the power, duties and responsibilities granted to the Trustee under the Plan, Confirmation Order and Trust Documents.

4. The relief and authorization granted in this Order, and the execution of and performance under the Exchange Transaction Agreement and any and all Ancillary Agreements, shall not in any way affect, modify or alter the Plan, Confirmation Order or the validity or enforceability of the Channeling Injunction (as such term is defined in the Plan and Confirmation Order) contained in the Plan and Confirmation Order.

5. For the avoidance of doubt, the New Shares issued in connection with the Exchange Transaction Agreement shall constitute New Holdco Common Stock (as defined in the Plan) for all purposes of the State Agency Settlement [Docket No. 7399-2] including, but not limited to, the definition of Excess Monetization (as defined in the State Agency Settlement).

****END OF ORDER****